JAMES A. DiBOISE, State Bar No. 083296
DAVID H. KRAMER, State Bar No. 168452
TAIT GRAVES, State Bar No. 197923
WILSON SONSINI GOODRICH & ROSATI
Professional Corporation
650 Page Mill Road
Palo Alto, CA 94304-1050
Telephone: (650) 493-9300
Facsimile: (650) 565-5100

Attorneys for Defendants
GOOGLE INC. and ORKUT.COM LLC

SUPERIOR COURT OF THE STATE OF CALIFORNIA

COUNTY OF SANTA CLARA

AFFINITY ENGINES, INC., a Delaware corporation, Plaintiff, v. GOOGLE INC., a Delaware Corporation, ORKUT.COM LLC, a Delaware limited liability company, ORKUT BUYUKKOTEN, individually, and DOES 1-20, inclusive, Defendants.	CASE NO.: 104CV020368 **ANSWER TO COMPLAINT OF DEFENDANTS GOOGLE INC. AND ORKUT.COM LLC** Complaint Filed May 25, 2004 Jury Trial Requested

Defendants Google Inc. and Orkut.com LLC ("Defendants") by and through their attorneys, hereby answer the unverified complaint filed by plaintiff Affinity Engines, Inc. ("AEI") as follows:

GENERAL DENIAL

Pursuant to Section 431.30(d) of the California Code of Civil Procedure, Defendants generally deny each and every material allegation contained in AEI's unverified complaint. Defendants further deny that AEI has been damaged in the sum alleged, in any other sum, or at

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all, by reason of any act or omission on the part of Defendants, and denies that AEI is entitled to any relief whatsoever by reason of its complaint.

AFFIRMATIVE DEFENSES

Without waiving the foregoing answer, Defendants' assert the following separate affirmative defenses:

First Affirmative Defense

(Estoppel)

The complaint, and each and every purported cause of action contained therein, is barred by the doctrine of estoppel.

Second Affirmative Defense

(Waiver)

The complaint, and each and every purported cause of action contained therein, is barred by the doctrine of waiver.

Third Affirmative Defense

(Laches)

The complaint, and each and every purported cause of action contained therein, is barred by the doctrine of laches.

Fourth Affirmative Defense

(Unclean Hands)

The complaint, and each and every purported cause of action contained therein, is barred because AEI has unclean hands.

Fifth Affirmative Defense

(Privilege)

The complaint, and each and every purported cause of action contained therein, is barred because Defendants' actions were privileged and justified and, among other things, fell within the competition privilege.

Sixth Affirmative Defense

(Mitigation of Damages)

Without admitting that AEI has been injured or damages in any manner or amount whatsoever, AEI is not entitled to recover for its damages, if any, because it has failed, and continues to fail, to act reasonably to mitigate its alleged damages as required by law.

Seventh Affirmative Defense

(UTSA Preemption)

To the extent that UTSA preemption is an affirmative defense, AEI's causes of action for common law misappropriation, conversion, common law unfair competition, and statutory unfair competition are preempted by California's Uniform Trade Secrets Act.

Eighth Affirmative Defense

(Copyright Preemption)

To the extent that copyright preemption is an affirmative defense, AEI's complaint is barred in whole or part by the federal copyright statutes.

Ninth Affirmative Defense

(Statute of Limitations)

The maintenance of this action is barred to the extent that AEI seeks relief for any purported claims that did not accrue within the applicable limitations period.

Tenth Affirmative Defense

(Failure to State a Claim)

The complaint, and each of its purported causes of action, fail to state facts sufficient to constitute a claim upon which relief can be granted against Defendants.

Eleventh Affirmative Defense

(Comparative Fault)

To the extent that AEI did sustain any damages, which Defendants deny, such damages were caused, in whole or in part, by AEI's comparative fault, which thus bars AEI's recovery for said damages or diminishes such recovery by the amount of fault attributable to AEI.

Twelfth Affirmative Defense

(Misconduct of Others)

To the extent AEI has suffered any injury or damage, which Defendants deny, such injury or damage was caused by the actions or conduct of others, not Defendants.

Thirteenth Affirmative Defense

(Lack of Standing)

AEI's claims are barred, in whole or in part, because AEI lacks standing to assert any or all of the causes of action alleged in the Complaint.

Defendants currently have insufficient knowledge or information on which to form a belief as to whether it may have additional, as yet unstated, affirmative defenses available. Defendants reserve the right to assert additional affirmative defenses in the event discovery indicates that such defenses would be appropriate.

WHEREFORE, Google requests:

(a) That AEI take nothing by way of its complaint;

(b) That judgment be entered in favor of Defendants and against AEI, and that AEI's action be dismissed in its entirety with prejudice;

(c) That Google be awarded the costs of defending against this lawsuit, including reasonable attorneys' fees; and

(d) For other such relief as the Court shall deem just and proper.

Dated: June 28, 2004

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

By: [signature]
David H. Kramer

Attorneys for Defendants
Google Inc. and Orkut.com LLC

JURY DEMAND

Defendants demand a jury trial on all claims so triable.

Dated: June 28, 2004

WILSON SONSINI GOODRICH & ROSATI
Professional Corporation

By: [signature]
David H. Kramer

Attorneys for Defendants
Google Inc. and Orkut.com LLC

PROOF OF SERVICE BY MAIL

I, Deborah Grubbs, declare:

I am employed in Santa Clara County. I am over the age of 18 years and not a party to the within action. My business address is Wilson Sonsini Goodrich & Rosati, 650 Page Mill Road, Palo Alto, California 94304-1050.

I am readily familiar with Wilson Sonsini Goodrich & Rosati's practice for collection and processing of correspondence for mailing with the United States Postal Service. In the ordinary course of business, correspondence would be deposited with the United States Postal Service on this date.

On this date, I served **ANSWER TO COMPLAINT OF DEFENDANTS GOOGLE INC. AND ORKUT.COM LLC** on each person listed below, by placing the document(s) described above in an envelope addressed as indicated below, which I sealed. I placed the envelope(s) for collection and mailing with the United States Postal Service on this day, following ordinary business practices at Wilson Sonsini Goodrich & Rosati.

G. Hopkins Guy, III
Eric L. Wesenberg
Mark R. Weinstein
Connie E. Merriett
ORRICK, HERRINGTON & SUTCLIFFE LLP
1000 Marsh Road
Menlo Park, CA 94025

Steven R. Manchester
MANCHESTER, WILLIAMS & SEIBERT
84 West Santa Clara Street
Suite 630
San Jose, CA 95113-1808

I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct. Executed at Palo Alto, California on June 28, 2004.

DEBORAH GRUBBS

Deborah Grubbs